

**CareFirst Disclosure Schedules
Agreement and Plan of Merger
November __, 2001**

CLR	ANNUAL SUPPORT - FAST TAX
CLR	ANNUAL SUPPORT - FAST TAX
Computer Associates	CA BPWIN ANNUAL MAINTENANCE
Computer Associates	Enterprise Agreement (DC Portion) Paid through January 31, 2002
Computer Associates	Enterprise Agreement (MD Portion) Paid through January 31, 2002
Computer Associates	ERWIN 5 COPIES ANNUAL MAINTENANCE
Computer Associates	ERWIN 5 LIC ANNUAL MAINT FOR EDW
Computer Associates	ERWIN AND MODEL MART ANNUAL MAINTENANCE
Computer Associates	ERWIN MODEL MART 8 CNXTN ANNUAL MTCE FOR EDW
Computer Associates	ERWIN WEB PUBLISHER ANNUAL MAINTENANCE
COMPUWARE	ABEND AID MVS
COMPUWARE	ABEND-ACT
COMPUWARE	EXPEDITER (TSO AND CISC)
COMPUWARE	EXPEDITER XCHANGE
COMPUWARE	FILE AID DATAAGER
COMPUWARE	FILEAID XE HYPERSTATION
COMPUWARE	IMS AND DB2
COMPUWARE	QA DIRECTOR
COMPUWARE	QA HIPERSTATION
COMPUWARE	QA HYPERSTATION
COMPUWARE	VIEWING FACILITY
COMPUWARE	XPEDITER
COMPUWARE	XPEDITER CICS
COMPUWARE	XPEDITER TSO
COMUPWARE	FILE AID MVS
CONSUL RISK MGMT	MANAGEMENT RACF/AUDIT
CSC Healthcare	Monthly Maintenance Contract - MHS
CSC Healthcare	Monthly Maintenance Contract - Universe (1144 Users)
CSC Healthcare	Monthly Maintenance Contract - Universe (32 Users)
DIVERSIFIED	JOBS CAN
DIVERSIFIED SW	JOBS CAN
Eastman Software	MAINTENANCE CONTRACT FOR REMOTE PRODUCTION SUPPORT BUG PATCHES NEW RELEASES PORTION IN ITBP IN 2000
EDGE INFO GROUP	EDGE PORTFOLIO ANALYZER
EMPIRE	HPA ANNUAL MAINTENANCE CONTRACT
ENVOY	MAINTANCE FOR CLEARINGHOUSE
ET	DB ARTISAN FOR SYBASE (NEW PURCHASE FOR STARS IN 2000)
ET	DBARTISAN ANNUAL MAINTENANCE
ET	DBARTISAN ANNUAL MAINTENANCE FOR STARS
ET	DBARTISAN MTCE FOR FACETS APPL GRP 2 LICENSES (NEW PURCHASE IN 2001)
EVERGREEN - NAI	Network Associates Magic S/W Maintenance

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FACETS	HEALTH CLAIMS SYSTEM
FISCHER INTL	IOF
FITZGERALD AND LONG	FAST
FREEDOM	ANNUAL SUPPORT - TRACKER SOFTWARE
GARY BERGMAN ASSOC	ADVANCED DEBUGGING SYS
GT SOFTWARE	ASSIST VISION
GTSOFTWARE	ASSIST/GT MVS
HBOC - McKesson	ANNUAL SUPPORT FOR GMIS CLAIMCHECK
Health Ink and Vitality	ANNUAL MAINTENANCE FOR FAMILY HEALTH ADVISOR WEBSITE
HEALTHAXIS	TPA CLAIMS SYSTEM
HELP SYSTEMS	ROBOT CPA AS400
HMS	PA&R UPGRADE ANNUAL MAINTENANCE CONTRACT
HSS	DRG GROUPE ANNUAL MAINTENANCE CONTRACT
IBM	ANNUAL AIX SUPPORT FOR NEW RS/6000 SERVERS
IBM	ANNUAL MAINTENANCE FOR CAREFIRST.COM AND CONTENT MANAGEMENT
IBM	ANNUAL SUPPORT AIX
IBM	ANNUAL SUPPORT AIX LINE
IBM	ANNUAL SUPPORT FOR NETVIEW
IBM	EAS AGREEMENT
IBM	ENTERPRISE AGREEMENT
IBM	PASSPORT AGREEMENT FOR LOTUS SW AND IBM CLIENT SERVER SW
INFORMATION BLDRS	FOCUS
INFORMIX	INFORMIX DBSERVER 4GL ANNUAL DEV ANNUAL MAINTENANCE
INFORMIX	INFORMIX DBSERVER 4GL RUNTIME ANNUAL MTCE
INNOVATION	FATS
INTERSYS	INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT- TEST BOX
INTERSYS	INTERSYSTEMS MAINTENANCE AND SUPPORT CONTRACT- MEDR BOX
INTERSYS	SOFTWARE MAINTENANCE AND SUPPORT CONTRACT- PRODUCTION BOX
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS
Invensys (formerly BAAN)	Annual Maintenance Support for SMIS for Tivoli Support for new Servers
LANDMARK	MONITOR FOR CICS
LANDMARK	NAVIGRAPH
LANDMARK	TMON DB2
LANDMARK	TMON MVS
MACKINNEY	CICS FRS RECOVERY

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MAINSTAR	ABARS MGR
MAINSTAR	VSAM MGR
MARBLE COMP	DCDIII
MED	M&R ANNUAL MAINTENANCE CONTRACT
MED	UCS MONTHLY MAINTENANCE CONTRACT
MERRILL CONSULT	MXG
MICROSOFT	MS DEVELOPER NETWORK SUBSCRIPTION
MICROSOFT	MS PREMIER SUPPORT AGREEMENT
MOBIUS	VIEWDIRECT/ DOCUMENT DIRECT
MOBIUS SW FACETS	MAINT RENEWAL
MSTR	Maintenance on DSS Agent administrator
NDD	NDD LDRPS ANNUAL SOFTWARE MAINT
ORACLE	ANNUAL SUPPORT - ORACLE FINANCIALS
ORACLE	ORACLE 105DB 52SQL+ ANNUAL MAINTENANCE
ORACLE	ORACLE 125 DB & PARTITIONING ANNUAL MTCE FOR EDW
ORACLE	ORACLE 150 APPLICATIONS USER ANNUAL MTC FOR BSRP
ORACLE	ORACLE 36 NAMED USER FIN9000 ANNUAL MTCE FOR BSRP
ORACLE	ORACLE 5 DB LIC ANNUAL MAINTENANCE
ORACLE	ORACLE 78 NAMED USER OPS ANNUAL MTC FOR ECOMMERCE
ORACLE	ORACLE 78 NMD USER ANNUAL MAINT FOR ECOMMERCE
ORACLE	ORACLE DB AND OPS ANNUAL MAINT FOR ECOMMERCE
ORACLE	ORACLE MAINT FOR ECOM TEST SP ENVIRONMENT
ORACLE	ORACLE UPU DB ANNUAL MTCE FOR RMIS
ORACLE	ORACLE UPU FIN9000 ANNUAL MAINT FOR BSRP
PATHLORE	ANNUAL SUPPORT FOR EXPLAIN (ONLINE HELP)
PATHLORE	PHOENIX
PATHLORESOFTWARE	EXPLAIN CICS MVS
PATHLORESOFTWARE	PHOENIX
PRIMAVERA	ANNUAL MAINTENANCE CONTRACT
PRINCETOMSOFTCH	RELATIONAL TOOL
PRODATA	DBU AS400
PRODATA	DBU SOFTWARE
PROGRAMART	STROBE
RATIONAL	COST OF RENEWAL FOR SUPPORT FOR THE RATIONAL ROBOT TOOL
Rational CLEARCASE	ANNUALMAINTENANCECONTRACT
MULTISITE	
Rational CLEARQUEST	ANNUALMAINTENANCECONTRACT
CLEARCASE	
REALMED	SCREEN SURFER - CUSTOMER INQUIRIES
Recognition Research, Inc.	Forms Processing Project Maintenance
REPONSESYSTEMS	DBSBPT
REQUISITEPRO	ANNUAL MAINTENANCE CONTRACT

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REVEAL	REVEAL NET ANNUAL MAINTENANCE
REVEAL	REVEAL NET ANNUAL MTCE NEW FOR ECOMMERCE
RIVERTON	HOW Framework renewal and support
RMIS	RESOURCE MANAGEMENT INFORMATION SYSTEM
RMS	ANNUAL SUPPORT FOR LATRON (DENTAL)
ROCKETSOFTWARE	ROCKET COMPLIER
SAS	ALL PRODUCTS
SAS	ANNUAL MAINTENANCE COST FOR PC SAS
SASINSTITUTE	SAS DB2
SASINSTITUTE	SAS BASE
SASINSTITUTE	SAS CONNECT
SASINSTITUTE	SAS FSP
SASINSTITUTE	SAS GRAPHICS
SASINSTITUTE	SAS STAT
SERENA	COMPAREX
SERENASW	COMPAREX
SNNCSORT	PROC SYNCSORT
SOFTWAREENGINEERS	PDS FAST
SOFTWAREENGINEERS	SAVERS SYS LOGICAL
SOFTWAREENGINEERS	TRMSVTAM CICS
SOFTWAREWORKS	VSAM QUICK INDEX
STERLING	CONNECT MAILBOX
STERLING	DIRECT SN AND M400
STERLING	DIRECT SN AND MVS
STERLING	SHRINK IMS
SUNGARD	ANNUAL SUPPORT - PAREX INVESTMENTS SYSTEM
SUNGARD	ANNUAL SUPPORT - PAREX INVESTMENTS SYSTEM
SWHOSUE	SMS SERVER MAINTENANCE
SWHOUSE	CITRIX SOFTWARE MAINTENANCE
SWHOUSE	MICROSOFT DESKTOP ANNUAL MAINTENANCE CONTRACT
SWHOUSE	NAV 2 YEAR UPGRADE PROTECTION MAINTENANCE 2800 SEATS
SWHOUSE	NAV PLATINUM SUPPORT CONTRACT
SWHOUSE	NT SERVER MAINTENANCE
SWHOUSE	REFLECTIONS ANNUAL MAINTENANCE CONTRACT
SWHOUSE	SOFTWARE MAINTENANCE FOR SYBASE POWERBUILDER CLIENTF
SWHOUSE	SQL SERVER MAINTENANCE
SYBASE	4 POWERBUILDER LICENSES
SYBASE	SQL ANYWHERE ANNUAL MAINTENANCE
SYBASE	SYBASE 25 ASE LICENSE ANNUAL MTCE FOR STARS
SYBASE	SYBASE ASE/REPLCTN ANNL MAINT FOR FACETS XFER FROM 3212
SYNCOSRT	ND MOVER

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SYNCSORT
SYNCSORT
SYNCSORT
SYNERTECH
SYNSORT
TCSASPECT

TCSASPECT

TDS
TOGETHERSOFT
TRIZETTO PPPA
UNITECHSYSTEMSINC
VIPS

XENOS

COBOL ADVANTAGE
SYNCSORT
SYNCSORT UNIX VERSION
SYNERTECH SOFTWARE & MAINTENANCE CONTRACT
SYNCSORT MVS
MAINTENANCE CONTRACT FOR MD ASPECT PORTION
BALANCE IN DC BUDGET 3122
SOFTWARE MAINTENANCE COST FOR TCS SYSTEM WITH
THE BALANCE IN COST CENTER 626
ANNUALSUPPORTFORALGS
Renewal for Together Solo modeling tool from 2000 edistribution
OUTSOURCED CLINICAL SITE SOFTWARE
ACRSUMMER
ANNUAL MAINTENANCE CONTRACT - EXPENSED
MONTHLY FROM 8/2001 ON, ADDITIONAL EXPENSES WILL
NEED TO BE PUT IN PLACE IN 2002 FOR THE JAN - JUL TIME.
CONSILE

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Section 4.20 Real and Personal Property

REAL ESTATE PROPERTY OWNED:

1. 2211 York Road, Timonium, MD
2. 2205 York Road, Timonium, MD
3. 110 Baughman's Lane, Frederick, MD
4. One Knoll North Drive, Columbia, MD
5. Two Knoll North Drive, Columbia, MD
6. 201-205 West 14th Street, Wilmington, DE

ADMINISTRATIVE SITES:

1. Lease between Bay Street Venture, LLC and Delmarva Health Plan for Bay Street Plaza.
2. Lease between Allegheny County Commissioner and BCBS-MD dated May 1991 for NASCO, Commerce Drive.
3. Lease between Owings Mills Corporate Center Limited Partnership and BCBS-MD dated February 1, 1991 for Owings Mills 3 (I).
4. Lease between Four Owings Mills Corporate Center Limited Partnership and BCBS-MD dated February 1, 1992 for Owings Mills 4 (II).
5. Lease between Rouse Teachers Properties Inc. c/o Columbia Management, Inc. and BCBS-MD for Rivers Park I (Data Warehouse).
6. Lease between Columbia Management and BCBS-MD dated June 12, 1996 for Rivers Park II (Columbia Data Center).
7. Lease between Timonium Joint Venture and BCBS-MD dated September 24, 1996 for Timonium Business Park (Medicare, FEP, Medi-Care First).
8. Lease between HUB Partners Trust and CFS dated July 24, 1990, as amended on September 2, 1993 and July 31, 1997, for NationsBank Tower II, Baltimore City. Lease renewed - 10/01/00 to 09/30/07.
9. Lease between Parcel 49B Limited Partnership and Group Hospitalization and Medical Services, Inc. (D/B/A CareFirst BlueCross BlueShield) dated January 18, 2001 for Portals.
10. Lease between Merritt-DM1, LLC and CareFirst of Maryland, Inc. dated September 13, 1999 for Red Run.
11. Lease between Highwoods Realty Limited Partnership and Willse & Associates, Inc. (D/B/A CareFirst Administrators) dated July 1, 2000 for Charlotte, NC.
12. Lease between Pender Office, L.L.C. and National Capital Administrative Services, Inc. dated November 11, 1999 for Pender Business Park, Fairfax, VA.
13. Lease between JBG/JER 550 L.L.C. and Group Hospitalization and Medical Services, Inc. dated November 11, 1998 for 500-550 12th Street, S.W., Washington, D.C., 20065.
14. Lease between Foulkstone Partnership and BCBSD for 1401 Foulk Road.
15. Lease between Foulkstone Partnership and BCBSD for 1413 Foulk Road.
16. Lease between Christiana Health Care and BCBSD for 200 Hygeia Drive.

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17. Lease between Delle Donne and BCBSMD for 1011 Center Road.
18. Lease between Four Owings Mills Corp. Center, L.L.P. and BCBS-MD, as amended on March 31, 1994.
19. Lease between Three Owings Mills Land Limited Partnership and BCBS-MD, as amended February 3, 1994.
20. Lease agreement by and between Parkways Enterprise Limited and Capital Area Services Company, Inc., dated March 5, 1992 for 200 Kanawha Boulevard East.
21. Lease between Airport Square XIX, LLC and Preferred Health Network of Maryland, Inc., dated January 4, 1996.

DISTRICT OFFICES:

1. Lease between 125 West St. Assoc. c/o Innovative Properties and BCBS-MD dated December 9, 1996 for Annapolis.
2. Lease between Jim Hilgeman and BCBS-MD dated 11/05/99 for Cumberland.
3. Lease between Capico, Inc. and BCBS-MD dated August 27, 1996 for Philmore Commons, Salisbury.
4. Lease between EP L.P. and BCBS-MD dated July 31, 1997 for Eastern Blvd., Hagerstown.

MEDICAL CENTERS:

1. Lease between Liberty Property, LP and CMP dated January 10, 1995 for Annapolis Regional.
2. Lease between Plumtree Station, L.L.P. and CFS dated July 16, 1996 for Bel Air.
3. Lease between PMG and BCBS-MD (no date) for Frederick Regional.
4. Lease between Beltway Crossing LLC and CFS dated May 22, 1996 for Glen Burnie.
5. Lease between Candler Associates and CFS dated July 25, 1996 for Inner Harbor.
6. Lease between CMP and BCBS-MD dated January 21, 1992 for Knoll I.
7. Lease between CMP and BCBS-MD dated January 21, 1992 for Knoll II.
8. Lease between Mountain Road Assoc. and CMP dated November 29, 1996 for Lake Shore (Pasadena).
9. Lease between All Saints Association c/o Phillips Property Management, Inc. and CMP dated November 18, 1994.
10. Lease between Whalen Properties L.P. and CFS dated October 3, 1996 for Security, 4 West Rolling Crossroads, Suite 200.
11. Lease between Montgomery Rd-1 Limited Partnership and CFS dated December 11, 1996 for Severna Park.
12. Lease between David S. Brown Enterprises and CFS dated September 19, 1996 for White Marsh.
13. Lease between Kensington Associates, LP and CFS dated October 1, 1996 for Wilkens Avenue.

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Section 4.21 Affiliate Transactions

[TO BE PROVIDED]

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Section 6.1 Pre-Closing Operations

1. [Section 6.1 shall not prevent or preclude CareFirst from entering into or renewing any contract or commitment with customers or providers in the ordinary course of business consistent with past practice, other than customer contracts with multi-year fee or rate guarantees involving an annual premium or administrative services fees in excess of \$2.5 million or other customer contracts involving an annual premium or administrative services fees in excess of \$_____.]
2. [Prior to the Closing Date, CareFirst shall amend the Merger Retention Bonus Plan (the "Merger Bonus Plan") to provide that potential payments to participants under the Merger Bonus Plan shall be made in restricted share rights to receive Purchaser Common Stock having a fair market value as of the Closing Date equal to the value of the cash payments that would be received under the Merger Bonus Plan. For this purpose, the Average Market Price shall represent the fair market value per share of Purchaser Common Stock. The shares of Purchaser Common Stock to be received by such participants shall be granted under the Purchaser's standard terms and conditions for restricted share right grants, including a provision that vests ownership in the underlying shares of Purchaser Common Stock over a three-year period assuming continued employment with the Surviving Corporation, the Purchaser or any of their Affiliates.]

already amended?

*To conform
to agreed
language*

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